

## **Index of Exhibits**

- 1- Co-Production Agreement between Caldwell, Compass, Heritage (2 pages)
- 2- Licensing Agreement as reference to definition of programs (1 page)
- 3- Rounder Enterprises Inc Share Reorganization Agreement (3 pages)
- 4- Kranzdorf email of 10/28/09 example of non-counsel functions (1 page)
- 5- TAJ 2010 USPC schedule (1 page)
- 6- Junket Registration Form for Compass Entertainment (1 page)
- 7- Rounder Inc Initial Disclosure Statement (3 page extract)
- 8- Rounder Inc. Interim Report 09/12 (1 page extract)
- 9- Rounder Inc. Business Plan (7 pages)
- 10- Trademark Application by Tom McDonald (2 pages)
- 11- Kranzdorf email questioning mark ownership validity (1 page)
- 12- Trademark Assignment for Rounder (2 pages)
- 13- Trademark Assignment for R (2 pages)
- 14- Rounder Enterprises Inc., South Carolina corporate filings (1 page)

## CO-PRODUCTION AGREEMENT

**REFERENCE IS MADE** to the Exclusive Trademark/Trade name License Agreement entered into by and between Compass Entertainment LLC and Rounder Enterprises, Inc. (the License ) dated as of the date hereof and executed concurrently herewith. It is the intention of the undersigned parties to set forth the principal terms of an agreement between them for the production of all Programs (as such term is defined under the License) and their distribution effective as of this \_\_\_\_\_ day of October 2008.

The parties hereto are Compass Entertainment LLC ( Compass ), Heritage Television Productions, Inc. ( Heritage ) and Evert Caldwell ( E.C. ) or such entity as he may hereafter designate in his sole discretion.

All Programs produced under the License shall be owned and net receipts (excluding amounts paid to third parties, including Rounder Enterprises, Inc.) arising thereunder shall be divided evenly (1/3 each) between and among Compass, Heritage and E.C. In this regard, E.C. shall contribute to the co-production formed hereby, all revenue, profits, fees or other considerations received by or credited to E.C. in connection with any magazine or other property which is in any way related to or arises out of the Programs or any publication or other assets pertaining to the same.

Notwithstanding the foregoing: each party acknowledges and agrees that they shall each reduce their interests hereunder on a pro-rata basis, in the event such reduction shall be a requirement of any third party financing of the Programs hereunder.

While all three parties shall input into all creative and business decisions made in connection with the production, distribution and commercial exploitation of the Programs and all ancillary and allied products, goods and services arising in connection with the Programs; all final decisions (both creative and business) shall be made solely by Compass in the person of Greg McDonald or such person(s) as he may designate.

Each of the parties whose signatures appear below agrees to hold the existence of this Agreement and its terms in strict and perpetual confidence.

THE REMAINDER OF THIS PAGE HAS BEEN LEFT BLANK BELOW THIS LINE

# Exhibit 1

**IN WITNESS WHEREOF**, the parties have caused their authorized signatories to execute this Agreement effective as of the date and year above first written.

**COMPASS ENTERTAINMENT LLC**

**EVERT CALDWELL**

By: \_\_\_\_\_  
An authorized signer

**HERITAGE TELEVISION PRODUCTIONS, INC.**

By: \_\_\_\_\_  
An authorized signer

**EXCLUSIVE TRADEMARK/TRADENAME LICENSE**

**THIS AGREEMENT** is made the \_\_\_\_ day of October 2008 by and between **ROUNDER LIFE ENTERPRISES LLC**, an Alabama limited liability company with its main place of business located at 924 Chalkville School Road, Birmingham, Alabama 35215, Attn: Evert Caldwell, Fax: 205-856-5504 (evert@rounderlife.com) (hereinafter referred to as "the Owner") and **COMPASS ENTERTAINMENT LLC**, a Florida limited liability company with its main place of business located at 3000 Universal Studios Plaza, Building 17, Orlando, Florida 32819; Attn: Tom McDonald, Fax: (407) 224-\_\_\_\_\_, e-mail: tomm@luxuryconnection.tv (jointly hereinafter referred to as "the Licensee").

**WHEREBY IT IS AGREED** as follows:1. Definitions

In this Agreement the following terms shall have the following meanings;

"Trade Mark" means the trademark, applications (whether pending, abandoned, denied or renewed) for the trade mark, emblem, design, logotype, trade name and all other goodwill or other rights, titles, interests and claims to any mark of proposed trade mark (and all variations and versions of the same, including any trade name; whether or not subject of an actual trademark registration anywhere in the world) known as **Rounder Life**, (the Mark) a copy of the current United States Patent & Trademark registration (or application) of which is attached hereto at Exhibit A and incorporated herein by this reference.

"Products and Services" Products means certain all media productions and publications (hard copy or electronic) to be produced and distributed by or under the authority of the Licensee hereunder which pertain or in any way relate to the trade mark (and all allied and ancillary rights related to the same) described herein; including, but not limited to:

Videotaped poker events, concerts, comedy routines, life style and resort/hotel/casino promotions and events, contests, sweepstakes and related advertisements ( Program[s] ) to be staged and videotaped by and/or under the authority of Licensee or its affiliates, within or without the United States of America (and exploited by means of television and otherwise) during the Term hereof, at locations to be determined by Licensee; and

**AGREEMENT TO REORGANIZE SHAREHOLDINGS OF ROUNDER  
ENTERPRISES, INC.**

**THIS AGREEMENT** is made the \_\_\_\_ day of October 2008 (the Effective Date ) by and between the undersigned shareholders of **ROUNDER ENTERPRISES, INC., a South Carolina corporation** with its registered office located at 704 East McBee Avenue, Greenville, South Carolina 29601 (hereinafter referred to as "the Corporation"), its existing individual shareholders named below ( Existing Shareholders ) and **COMPASS ENTERTAINMENT LLC**, a Florida limited liability company with it main place of business located at 3000 Universal Studios Plaza, Building 17, Orlando, Florida 32819; (hereinafter referred to as "Compass").

**WHEREBY IT IS AGREED** as follows:

Prior to the execution hereof, as of the Effective Date hereof, all of the Corporation s issued and outstanding common shares (it being acknowledged that such shares represent ALL of the Corporation s authorized securities of any kind) are owned as follows: 51% by J.H. Hank Sitton III ( HS ), 25% by Harrison Agnew ( HA ) and 24% by Evert Caldwell ( EC ) (sometimes referred to herein collectively as the Existing Shareholders ). The Existing Shareholders hereby agree to transfer to Compass such shares (on a pro-rata basis) in the Corporation so that Compass shall a controlling majority of all authorized shares, which is an S-Corp. As a result thereof, Compass shall own 51% of the Corporation s authorized shares; HS shall own 24% of the authorized shares, HA shall own 10% of the authorized shares and EC shall own 15 of the authorized shares.

Based on its majority of shareholdings in the Corporation, Compass shall be deemed hereby to control the name, brand , logo, website, merchandise sales of the Corporation s magazine, the television program of the same name and all ancillary and allied goods, services and facilities likewise named.

In consideration of the transfer to it of the shares described hereinabove, Compass hereby covenants and agrees that it shall (at no cost or expense to the Existing Shareholders) produce and distribute (or cause to be so distributed) a television program based on and designed to promote the brand, identity and marks of the Corporation; namely: a program incorporating poker play and all manner of subjects related to the players, locations, facilities (resorts, hotels and casinos) and other subject matter arising out of or derived from the same.

Compass shall utilize its relationships within the gambling and hospitality industries to cultivate for Rounder Magazine (a publication owned in its entirety by the Corporation) advertiser relationships (i.e. Full Tilt, et. al.) designed to enhance the profitability of such magazine.

All of the parties hereto shall execute such other and further documents, instruments of conveyance, make such filings and do all such things as may be reasonable, necessary and convenience to effectuate the terms hereof. All such parties shall be bound be a due of loyalty and of good faith and fair dealing as to the manner in which they deal with one another for the benefit of the Corporation.

No waiver by any party of any other party's obligations under this Agreement shall be deemed effective unless made by the non-breaching party in writing nor shall any waiver by the a non-breaching party in respect of any breach by the other party be deemed to constitute a waiver of or consent to any subsequent breach by the other party of its obligations hereunder.

In the event that any provision of this Agreement is declared by any judicial or other competent authority to be void voidable or illegal the terminating provisions shall continue to apply.

Any notice to be served on any of the parties hereto by any other party(ies) shall be sent by registered or certified airmail (return receipt requested) or Federal Express or similar carrier (pre paid) to the address stated above and shall be deemed to have been received by the addressee within five (5) working days after the posting thereof or delivery to Federal Express (or similar) office.

This Agreement shall be governed by the laws of the State of Florida in every particular including formation and interpretation and shall be deemed to have been made within the jurisdiction of Orange County, Florida, whose State Courts or any United States District Court located in such county, shall have co-exclusive jurisdiction over any disputes hereunder.

This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and permitted assigns. Any party may freely assign this Agreement in whole or in part to a third party subject only to the express assumption in writing each and every obligation of Licensee hereunder. Each party shall give the others written notice of any assignment.

**IN WITNESS WHEREOF** the parties hereto have set their hand on the day and year first above written.

**COMPASS ENTERTAINMENT LLC**

By: \_\_\_\_\_  
An authorized signer

\_\_\_\_\_  
J.H. Hank Sitton III

Address: \_\_\_\_\_

\_\_\_\_\_

**SIGNATURES ARE CONTINUED ON THE FOLLOWING PAGE 3**

# Exhibit 3

\_\_\_\_\_  
Harrison Agnew

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Evert Caldwell

Address: \_\_\_\_\_

\_\_\_\_\_

**END OF DOCUMENT**

Exhibit 4

From: jkrumholz@ramblerLife.com  
 Subject: RE: COMPANY PROPOSAL  
 Date: October 20, 2009 9:17:26 PM GMT-06:00  
 To: jkrumholz@ramblerLife.com

Hi everyone,

From: Kevin Caldwell [kcal@ramblerLife.com]  
 Sent: Wednesday, October 20, 2009 11:01 PM  
 To: jkrumholz@ramblerLife.com  
 Subject: RE: COMPANY PROPOSAL

We'll have to run it (MERC) by Trump too

On Oct 20, 2009, at 7:20 PM, jkrumholz@ramblerLife.com wrote:

Thanks K. I will re-work the MERC paragraph shortly but Greg needs to see it first...

From: Kevin Caldwell [kcal@ramblerLife.com]  
 Sent: Wednesday, October 20, 2009 11:37 PM  
 To: Tom McDonald; Jeff Krumholz  
 Subject: RE: COMPANY PROPOSAL

Very nice Jeffery...Need time to adjust the MERC paragraph... waiting for Trump to read it first...

About Trump Entertainment...

About Rammer Magazine...Rammer Magazine, whose much anticipated premiere issue debuted in December 2006, is the preeminent gaming lifestyle magazine distributed to casinos and gaming facilities throughout the United States. It is also available by subscription, accessible to an on-line edition and sold in various bookstores throughout the country. The fashionably hip magazine, a cross-generational hell weather publication, centered on the fast growing sport of poker, also includes " Insider" articles and schedules relating to the NFL, College Football, the PGA, NASCAR and NHL. Rammer's editorial variety, mixed with slick sexy photography, showcasing trendy upscale lifestyles, fashion and the equally slick Rammer Girls, account for the magazine's meteoric rise and make it totally unique in the gaming world.

About Company Entertainment... Company Entertainment LLC is part of a growing trend of high end, sophisticated entertainment industry production companies that in the past would have been based in L.A. or New York but chose Las Vegas as an accessible, business friendly and exciting with talent (both in front of and behind the camera) home base. The company's creative studio is staffed by industry veterans with long and successful track records in a wide variety of both traditional and newly emerging media and markets including feature motion picture and television production, record production, distribution and marketing, made-for-home video production, personal management, advertising, talent agency and media video production facilities management. Company Entertainment is poised to bring Rammer to life on television screens around the globe and figures prominently in the development of its substantial presence on the Internet. The company currently has a number of feature film projects in development with and in partnership with billion-dollar producers Steve Wozniak ("Steven Seagal: I and II", "The Alamo & The Chiswick Movie", "Gangster" with Steven Spielberg) and its producers/affiliates have produced several hundreds of hours of television over the past several decades.

About MERC...The United States Poker Championship (MERC) is one of the longest running, most prestigious poker tournaments in the world. The event is held annually at Trump Taj Mahal in Atlantic City, New Jersey, where it made its debut in 1996. Each year, a series of tournaments consisting of a variety of poker disciplines, culminating with a no-limit Texas Hold'em Championship Event. "The Taj" was also featured in the classic poker movie "Rounders", so it's fitting that the Rammer Magazine is the new partner of the MERC. For more information on the United States Poker Championship and Rammer Magazine, please visit: [www.rammerLife.com](http://www.rammerLife.com).



## Exhibit 3

VISIT **PLAYTAJPOKER.COM**

FOR ALL STRUCTURES &amp; TOURNAMENT INFORMATION

**BOOK YOUR SEATS NOW @ PTSEATS.COM**

DATE/DAY	TIME	TYPE OF GAME	BUY-IN	CHIPS	TIME/LEVEL
NOV. 1, MON	11:15 AM	NO LIMIT HOLD'EM DEEP STACK (2-DAYS)	\$360+\$40	25K	30 MIN
NOV. 2, TUE	11:15 AM	NO LIMIT HOLD'EM	\$300+\$40	10K	30 MIN
	2:15 PM	NO LIMIT HOLD'EM DEEP STACK FINAL DAY			30 MIN
NOV. 3, WED	11:15 AM	NO LIMIT HOLD'EM DEEP STACK TURBO	\$360+\$40	25K	15 MIN
NOV. 4, THU	11:15 AM	NO LIMIT HOLD'EM (6-MAX)	\$360+\$40	15K	30 MIN
NOV. 5, FRI	11:15 AM	NO LIMIT HOLD'EM	\$550+\$50	15K	40 MIN
NOV. 6, SAT	12:15 PM	NO LIMIT HOLD'EM DEEP STACK (2-DAYS)	\$550+\$50	25K	40 MIN
NOV. 7, SUN	12:15 PM	SEVEN CARD STUD	\$550+\$50	15K	40 MIN
	2:15 PM	NO LIMIT HOLD'EM DEEP STACK FINAL DAY			40 MIN
NOV. 8, MON	11:15 AM	SEVEN CARD STUD H/L 8	\$360+\$40	15K	30 MIN
NOV. 9, TUE	11:15 AM	OMAHA H/L 8	\$360+\$40	15K	30 MIN
NOV. 10, WED	11:15 AM	2-WAY OMAHA H/L 8 & STUD H/L 8	\$550+\$50	15K	40 MIN
NOV. 11, THU	11:15 AM	NO LIMIT HOLD'EM DEEP STACK (2-DAYS)	\$550+\$50	25K	40 MIN
NOV. 12, FRI	11:15 AM	NO LIMIT HOLD'EM DEEP STACK TURBO	\$360+\$40	25K	15 MIN
	2:15 PM	NO LIMIT HOLD'EM DEEP STACK FINAL DAY			40 MIN
	3:15 PM	POT LIMIT OMAHA H/L 8	\$360+\$40	15K	30 MIN
NOV. 13, SAT	12:15 PM	NO LIMIT HOLD'EM (2-DAYS)	\$740+\$60	15K	50 MIN
NOV. 14, SUN	11:15 AM	NO LIMIT HOLD'EM DEEP STACK TURBO	\$360+\$40	25K	15 MIN
	2:15 PM	NO LIMIT HOLD'EM FINAL DAY			50 MIN
	2:15 PM	POT LIMIT OMAHA HI ONLY	\$360+\$40	15K	30 MIN
NOV. 15, MON	11:15 AM	H.O.S.E. (8-HANDS ROTATION, 2-DAYS)	\$550+\$50	15K	40 MIN
NOV. 16, TUE	11:15 AM	NO LIMIT HOLD'EM	\$360+\$40	15K	30 MIN
	2:15 PM	H.O.S.E. FINAL DAY			40 MIN
NOV. 17, WED	11:15 AM	NO LIMIT HOLD'EM	\$550+\$50	15K	40 MIN
NOV. 18, THU	11:15 AM	SUPER SATELLITE	\$525+\$25	10K	25 MIN
	4:15 PM	SUPER SATELLITE	\$525+\$25	10K	25 MIN
	9:15 PM	SUPER SATELLITE TURBO	\$525+\$25	10K	15 MIN
NOV. 19, FRI	10:15 AM	SUPER SATELLITE TURBO	\$525+\$25	5K	15 MIN
	1:15 PM	<b>NLH CHAMPIONSHIP (4-DAYS) (TV)</b>	\$5000+\$250	30K	75 MIN
NOV. 20, SAT	11:15 AM	LIMIT HOLD'EM	\$300+\$40	10K	30 MIN
	1:15 PM	NLH CHAMPIONSHIP DAY TWO			75 MIN
NOV. 21, SUN	11:15 AM	NO LIMIT HOLD'EM SENIORS EVENT	\$300+\$40	10K	30 MIN
	1:15 PM	NLH CHAMPIONSHIP DAY THREE			75 MIN
	2:15 PM	NO LIMIT HOLD'EM LADIES EVENT	\$265+\$35	10K	30 MIN
NOV. 22, MON	1:15 PM	<b>NLH CHAMPIONSHIP FINAL DAY</b>			75 MIN

**SUPER SATELLITE SCHEDULE****ACT 1 ( 5K CHIPS; 20 MIN PER LEVEL )**

MON - THU @ 4:15 PM &amp; 8:15 PM, FRI @ 4:15 PM

BUY-IN = \$55+\$15 ( 1 IN 10 WILL WIN A \$500 VOUCHER AND \$50 CASH )

**ACT 2 ( 10K CHIPS; 25 MIN. PER LEVEL )**

SAT &amp; SUN @ 4:15 PM &amp; 8:15 PM, FRI @ 8:15 PM

BUY-IN = \$525+\$25 ( 1 IN 10 WILL WIN A SEAT TO THE MAIN EVENT )

**SINGLE TABLE SATELLITES***everyday from 9 am - 12 am*

BUY-IN / PRIZE CHIPS/TIME

\$30+\$10 / \$300 VOUCHER 1500/15 MIN

\$40+\$10 / \$400 VOUCHER 1500/15 MIN

\$60+\$15 / \$600 VOUCHER 2000/15 MIN

\$80+\$15 / \$800 VOUCHER 2000/15 MIN

\$525+\$25 / ME SEAT 5000/20 MIN

For hotel room reservations, please call 1-800-72-POKER. Tournament Room Rate (Based on availability): \$50 SUN-THURS; \$89 FRI; \$99 SAT.

Daily tournaments will be suspended during the USPC, however, the Midnight tournaments will continue as scheduled.

All tournament participants receive a \$10 FOOD VOUCHER per event.

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playtajpoker.com

STAGING AND CONDUCT OF THE TOURNAMENT IS SUBJECT TO THE APPROVAL OF THE N.J.C.C.C.  
 Subject to change or cancellation at management's discretion. Bet with your head, not over it.  
 Gambling Problem? Call 1-800-GAMBLER.

Exhibit 6  
State of New JerseyCASINO CONTROL COMMISSION  
ENTERPRISE LICENSE BUREAUJUNKET ENTERPRISE REGISTRATION FORM  
AGENCY USE ONLY

CCC

DGE

PLEASE TYPE ALL INFORMATION. PLEASE ANSWER ALL QUESTIONS COMPLETELY.

ATTACH ADDITIONAL SHEETS IF NECESSARY. RESPOND NONE OR DOES NOT APPLY IF APPROPRIATE.

1. NAME OF JUNKET ENTERPRISE:

2. TELEPHONE NUMBER:

**Compass Entertainment Group, LLC****877-841-2424**

3. ADDRESS FROM WHICH BUSINESS IS CONDUCTED WITH CASINO LICENSEE:

STREET:

CITY:

COUNTY:

STATE:

ZIP:

**3960 Howard Hughes Pkwy Suite 500****Las Vegas****Clark****NV****89169**

4. TRADING AS (T/A) OR DOING BUSINESS AS (D/B/A):

5. FEDERAL EMPLOYER IDENTIFICATION  
NUMBER:6. ANTICIPATED DATE OF  
JUNKET ARRIVAL:**Compass Entertainment Group****27-0766760****11/01/09**

7. PROVIDE THE NAME(S), RESIDENCE ADDRESS(ES), AND DATE(S) OF BIRTH OF THOSE PERSONS IN THE ENTERPRISE WHO ENTERED INTO AGREEMENT WITH THE CASINO LICENSEE, THOSE PERSONS WHO WILL DEAL DIRECTLY WITH THE CASINO LICENSEE, INCLUDING JUNKET REPRESENTATIVES\*, AND THEIR IMMEDIATE SUPERVISORS. IF THE ENTERPRISE IS A CORPORATION, ALSO PROVIDE THIS INFORMATION FOR ALL OFFICERS INVOLVED IN THE CONDUCT OF THE ENTERPRISE'S BUSINESS WITH THE CASINO LICENSEE (ATTACH ADDITIONAL SHEETS IF NECESSARY):

NAME	RESIDENCE ADDRESS	DATE OF BIRTH
<b>Tom McDonald</b>	<b>4575 Dean Martin Dr. Unit 907 Las Vegas, NV 89103</b>	<b>4/7/74</b>
<b>Suzanne Labelle</b>	<b>4525 Dean Martin Dr. Unit 1708 Las Vegas, NV 89103</b>	<b>4/7/74</b>

8. PROVIDE THE NAME(S), RESIDENCE ADDRESS(ES), DATE(S) OF BIRTH AND TELEPHONE NUMBER(S) OF ALL JUNKET REPRESENTATIVES\* EMPLOYED BY THE ENTERPRISE WHO THE ENTERPRISE UTILIZES IN THE CONDUCT OF JUNKET ACTIVITY WHO DO NOT DEAL DIRECTLY WITH THE NEW JERSEY CASINO INDUSTRY (ATTACH ADDITIONAL SHEETS IF NECESSARY):

NAME	RESIDENCE ADDRESS	DATE OF BIRTH	TELEPHONE NO.
<b>Tom McDonald</b>	<b>4575 Dean Martin Dr. Unit 907 Las Vegas, NV 89103</b>	<b>4/7/74</b>	<b>321-229-2280</b>
<b>Suzanne Labelle</b>	<b>4525 Dean Martin Dr. Unit 1708 Las Vegas, NV 89103</b>	<b>4/7/74</b>	<b>321-229-2283</b>

9. PROVIDE THE NAME(S), RESIDENCE ADDRESS(ES), AND PERCENTAGE OF OWNERSHIP HELD BY EACH ENTITY OR PERSON DIRECTLY OWNING MORE THAN FIVE PERCENT (5%) OF THE JUNKET ENTERPRISE. WHEN LISTING PERSONS, ALSO PROVIDE DATE(S) OF BIRTH.

PERCENT OF OWNERSHIP	NAME	ADDRESS	DATE OF BIRTH (IF APPLICABLE)
<b>50</b>	<b>Tom McDonald</b>	<b>4575 Dean Martin Dr. Unit 907</b>	<b>4/7/74</b>
<b>50</b>	<b>Suzanne Labelle</b>	<b>4525 Dean Martin Dr. Unit 1708</b>	<b>4/7/74</b>

10. PERSON WHO SUPPLIED THIS INFORMATION TO THE CASINO LICENSEE:

I CERTIFY THAT (TO THE BEST OF MY KNOWLEDGE) THE INFORMATION CONTAINED HEREIN IS ACCURATE AND COMPLETE. I AM AWARE THAT IF ANY OF THE FOREGOING STATEMENTS MADE BY ME ARE WILLFULLY FALSE, I AM SUBJECT TO PUNISHMENT.:

NAME

**TOM McDONALD**

POSITION/TITLE MANAGER

NAME OF AUTHORIZED AGENT OF CASINO LICENSEE

POSITION/TITLE MANAGER

NAME OF CASINO LICENSEE FILING THIS FORM

**Tom McDonald**

DATE 08/19/09

## ROUNDER, INC.



### Initial Disclosure Statement

#### **Part A General Company Information**

1. The exact name of the issuer and its predecessor.

Rounder, Inc. since January 2012  
Spur Ranch, Inc. effective August 2010  
New Green Technologies, Inc. effective July 2008  
Renewable Energy Resources, Inc. effective January 2007

2. The address of the issuer's principal executive offices.

3110 N Falkenburg Rd.  
Tampa, FL 33619

Telephone (813) 620-3330  
Facsimile (813) 620-3320  
Website [www.rounderlife.com](http://www.rounderlife.com)

Investor Relations Dept

Telephone (813) 620-3330  
Facsimile (813) 620-3320  
Website [www.rounderlife.com](http://www.rounderlife.com)  
Email [info@rounderinc.com](mailto:info@rounderinc.com)

3. The jurisdictions and date of the issuer's incorporation or organization.

Domiciled in the State of Florida February 4, 2004

#### **Part B Share Structure**

4. The exact title and class of securities outstanding

Common Stock trading as RNDR on Pink OTC Markets  
CUSIP Number 77926V100

5. Par or stated value and description of security

Par value of the Common Stock is \$.001

Rounder Inc. is a development stage company launching the first publicly traded, United States based, online gaming and gaming lifestyle organization.

Online gaming is only one piece of the puzzle that makes Rounder, Inc. an attractive business. The Company hosts traditional and online poker games and mega events while preparing for eventual passage of legalized online gaming for cash in the United States. We have entered into agreements for video production and distribution of the U.S. Poker Championships from Trump Taj Mahal in Atlantic City, NJ that will propel our brand to new heights and increase the distribution of Rounder Magazine. This event is also linked to The World Series of Golf (satellite broadcast license) so that participants and viewers have a full day's activity and fun with the events and our Rounder Girls.

Other opportunities include a long term partnership with Zen Entertainment Network to manage, maintain and distribute the Rounder online poker site. Rounder will share the collaborative ZEN Poker Network with national brands including: World Wrestling Entertainment, Ultimate Fighting Championship, NBC and ESPN.

Further expansion will come from strategic alliances with media powers to share membership and marketing channels. TeamRounder professional tournaments and online sponsored poker stars promote further growth and brand awareness and the ability to market Rounder gear and our magazine with the assistance of our beautiful Rounder Girls and lifestyle promotions.

Additional subsidiaries are expected to be added during 2012 creating a versatile, dynamic and liquid company.

The Company issued shares that at the time of issuance resulted in a 10% or more increase in the outstanding common stock of the Company.

Date of Issuance	Shareholder Name	Number of Shares	Method of Issuance
08/31/10	W. Andrew Stack	5,600,000	Restricted
08/31/10	John Stanton	2,750,000	Restricted
08/31/10	Jeremy Stobie	2,750,000	Restricted
10/03/11	John Stanton	10,000,000	Restricted
10/12/11	Compass Entertainment Group	90,000,000	Restricted
10/12/11	Don Baruch	15,000,000	Restricted

The Company is a calendar year corporation ending its business on December 31 each year.

The Company began trading on the Pink OTC Markets after filing Form 15 suspending its duty to file reports under section 13 and 15(d) of the Securities Exchange Act of 1934 on September 26, 2011.

12. Financial information for the issuer's most recent fiscal period

Incorporated by reference to the annual or interim period filings available on Pink OTC Markets.com.

13. Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence

As filed in prior annual Pink OTC Markets documents through December 31, 2011 and incorporated by reference. The 2009 financial statements may be retrieved from the SEC website [www.sec.gov](http://www.sec.gov) as filed on April 14, 2010 and hereby incorporated by reference.

14. Beneficial Owners

Officers and Directors as previously discussed.

Compass Entertainment Group with a beneficial owner Greg McDonald  
Bulovatech labs LLC with a beneficial owner John Stanton

15. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

Investment Banker – none

Promoters-none

Counsel- W. Andrew Stack

22813 Hwy 71 West

Spicewood, TX 78669

Telephone (512) 773-8068

Email - [astacktx@yahoo.com](mailto:astacktx@yahoo.com)

Accountant or Auditor – none

Public and Investor Relations – none

16. Management's Discussion and Analysis or Plan of Operations.

A. Plan of Operation

The Company currently has revenue from its product sales, internet poker for points and prizes and from broadcast rights for specific events in the Rounder lifestyle. We do not have sufficient cash to complete our business plan. We expect to hire additional full time staff with the increase in sales. The additional staff will facilitate growth in all areas of operations as well as allow geographic expansion plus additional virtual presence and offerings.

unless a contract states otherwise. For stock-based awards the value is based on the market value for the stock on the date of grant and if the stock has restrictions as to transferability a discount is provided for lack of tradability. Stock option awards are valued using the Black-Scholes option-pricing model. The Company uses the fair value based method of accounting for its stock option plans. The Company expenses stock options and other share-based payments.

The Company recognized \$0. and \$0 of stock based compensation expenses for the three and nine months ended September 30, 2012 and 2011.

### **New Accounting Pronouncements**

None that is applicable in September 30, 2012 to company operations.

### **NOTE 2: RELATED PARTY TRANSACTIONS**

For the three and nine months ended September 30, 2012 and September 30, 2011 no investments have been made.

We borrow funds from officers and stockholders from time to time. Eight individuals have advanced the Company money for general and administrative expenses: Kenneth Brown, a Past President; James Baker, a former Director; James Thomas, a former Director; Andrew Stack, a former director and CEO; Michael O'Keefe; John Stanton a former Director and President; and Norman Birmingham, a current director and CEO..

As of September 30, 2012, Mr. Thomas is owed a total of \$45,000 of which is covered by a promissory note, Mr. Baker is owed \$150,000 plus interest, Mr. O'Keefe is owed \$75,000, and Mr. Brown is owed \$2,500, Mr. Birmingham is owed \$4,833.

There are no repayment terms specified for these notes except for Mr. Baker's note which matures in full in 2012 and 20% annually if he so requests. The 20% portion for 2010 is shown as a current liability. As such, we have classified the balance of the loans as other liabilities.

### **NOTE 3: Non-Cash Transactions**

The following non-cash investing and financing activities occurred during the period from January 1, 2011 through September 30, 2012:

In the nine months ended September 30, 2012, the Company issued 172,000,000 restricted common shares for asset contributions, 15,000,000 restricted common shares for debt conversions of \$75,000 and 43,001,500 free trading common shares for debt conversions of \$263,608. Also, 5,000 preferred shares were issued for \$250,000, to a related party and an additional 6,000 preferred shares were issued for debt conversions of the subsidiary totaling \$600,000. An additional 20,000,000 free trading common shares with a value \$20,000 were issued subsequently for the conversion of debt assumed in an asset acquisition in August 2012. In July 2012, The agreement between Compass Entertainment and the Company was settled with Compass returning 90,000,000 common shares and receiving all the assets they had committed and keeping \$250,000 in cash and additional assets that had been transacted to them. 161,000,000 common shares are being removed and a demand letter has been sent for their return. They were originally issued as part of the Compass Entertainment LLC deal and when that agreement was settled the Company was supposed to receive additional assets of a Stanton



# ROUNDER

**A convergence of leading businesses in a public company to capitalize on the technology, creativity, reputation, expertise, and opportunities in real money and virtual online and live gaming and the lifestyle that accompanies it.**



**The Next Evolution in Gaming...A Public Entity Promoting the Most Recognizable Brand in Poker Associated with the Biggest Names in Gaming, Entertainment, and Industry.**





## THE BUY-IN

Own a piece of the action. The public company, Rounder, Inc. (RNDR) is launching the premiere publicly traded, United States based online gaming and gaming lifestyle organization.

Online gaming is only one piece of the puzzle that makes Rounder an attractive opportunity. Rounder hosts traditional and online poker games and live mega-events while preparing for the likely passage of legalized online gaming for “real money” in the United States. Additionally, the relatively new “virtual currency” games such as Farmville and Mafia Wars reveal an untapped multi-billion dollar market for online poker. Virtual gaming, proven by and through Facebook, Zynga (ZNGA) and others represents its own billion dollar market for Rounder.

Rounder is one of the most recognized and valuable brands in the Poker World, made famous by the classic Matt Damon blockbuster Rounders, and reinforced by the recently confirmed Rounders 2 movie. Coupled with the credibility, history and value associated with the Trump phenomenon, Rounder is a powerful marketing opportunity for Poker Sites and established traditional Gaming Companies seeking a unique identity.

